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SECRETARY OF STATE
STATE OF IDAHO

**ARTICLES OF INCORPORATION
OF BEARLY GROWN CHILD CARE CENTER, INC.**

ORIGINAL

This is to certify that at the first annual meeting of the shareholders of **Bearly Grown Child Care Center** ("Corporation"), held at the office of legal counsel, Green Green Law Firm, 929 E. 1st Street, Suite 2, Meridian, Idaho 83642 on the 5th day of May, 2001, at which meeting all outstanding shares of the capital stock of Corporation were represented either in person, or by proxy, a resolution was passed and adopted, by unanimous affirmative vote of all outstanding shares, to the end and purpose that the name of the Corporation would be **Bearly Grown Child Care Center, INC.**, and these Articles of Incorporation were adopted in furtherance of the corporation as follows:

1. Name.

The name of the Corporation is: **Bearly Grown Child Care Center, INC.**

2. Duration.

The Corporation shall have perpetual existence.

3. Purpose and Powers.

The purpose of Corporation is to engage in any lawful act or activity for which authorized corporations may be organized under the laws of the State of Idaho including, but not limited to, the following:

3.a. Child Care Center and Related Businesses. To engage in the business of providing child care services and related businesses. To purchase, receive, own, hold, improve, and use real or personal property, or any interest in real or personal property wherever situated, and sell, convey, rent, lease, exchange, transfer, mortgage, or pledge, any of Corporation's real property and other assets, or any interest in Corporation's real property, personal property and other assets.

3.b. Engage in General Mercantile and Manufacturing Businesses. Engage in a general mercantile, industrial, investing, and trading business; devise, invent, manufacture, fabricate, assemble, install, service, maintain, alter, buy, sell, import, export, license as licensor or licensee, lease as lessor or lessee, distribute, job, enter into, negotiate, execute, acquire, and assign contracts in respect of, acquire, receive, grant, and assign licensing arrangements, options, franchises, and other rights in respect of, and generally deal in and with, at wholesale and retail, as principal, and as special or general agent, representative, broker, factor, merchant, distributor,

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jobber, adviser, and in any other lawful capacity, goods, wares, merchandise, commodities, and unimproved, improved, finished, processed, and other real, personal, and mixed property of any and all kinds, together with the components, resultants, and by-products thereof.

3.c. Own and Deal in Patents and Copyrights. Apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, grant licenses and immunities in respect of, manufacture under and introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to (a) inventions, devices, formulas, processes, and any improvements and modifications thereof; (b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade names, trade symbols, and other indications of origin and ownership granted by or recognized under the laws of the United States, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, agency or instrumentality of the United States and of any foreign country, and all rights connected therewith or appertaining thereto; and (c) franchises, licenses, grants, and concessions.

3.d. Own and Deal in Securities. Guarantee, purchase, take, receive, subscribe for, and otherwise acquire, own, hold, use, sell, lease, exchange, transfer, and otherwise dispose of securities (which term includes any shares of stock, bonds, debentures, notes, mortgages, other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase or subscribe for the same, or representing any other rights or interests therein or in any property or assets) of any persons, domestic and foreign firms, associations, and corporations, and by any government or agency or instrumentality thereof; make payment therefor in any lawful manner; and, while owner of any securities, exercise any and all rights, powers and privileges in respect thereof, including the right to vote.

3.e. Acquire Going Businesses. Acquire by purchase, exchange, or otherwise, all, or any part of, or any interest in, the properties, assets, business, and goodwill of any one or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of the State of Idaho; pay for the same in cash, property, or corporation's own or other securities; hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and, in connection therewith, assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

3.f. Lend Money. Lend money in furtherance of Corporation's purposes and invest and reinvest Corporation's funds from time to time to such extent, to such persons, firms, associations, corporations, governments or agencies or instrumentalities thereof, and on such terms and on such security, if any, as the Board of Directors of Corporation may determine.

3.g. Make Contracts of Guaranty and Suretyship. Make contracts of guaranty and

suretyship of all kinds and endorse or guarantee the payment of principal, interest, or dividends upon, and guarantee the performance of sinking fund or other obligations of, any securities, and guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which Corporation may otherwise be or become interested, of any persons, firm, association, corporation, government or agency or instrumentality thereof, or of any other combination, organization, or entity.

3.h. Borrow Money and Issue Instruments of Indebtedness. Borrow money without limit as to amount and at such rates of interest as Corporation may determine; from time to time, issue and sell Corporation's notes, bonds, debentures, and other obligations, in amounts, on terms and conditions, for purposes and for prices, now or hereafter permitted by the laws of the State of Idaho, and by these Articles of Incorporation, as the Board of Directors of Corporation may determine; and to secure any of its obligations by mortgage, pledge, or other encumbrance of all or any of its property, franchises, and income.

3.i. Participate in Other Business Entities. Promote or manage other corporations of any type or kind; and participate with others in any corporation, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking, or arrangement that Corporation would have power to conduct by itself, whether or not such participation involves sharing or delegating control with or to others.

3.j. Issue Negotiable Instruments. Draw, make, accept, indorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, as far as may be permitted by the laws of the State of Idaho.

3.k. Deal in Own Securities. Purchase, receive, take, reacquire or otherwise acquire, own and hold, sell, lend, exchange, reissue, transfer, or otherwise dispose of, pledge, use, cancel, and otherwise deal in and with Corporation's shares and its other securities from time to time to the extent, in the manner and upon terms determined by the Board of Directors; provided that Corporation shall not use its funds or property for the purchase of its own shares of capital stock when its capital is impaired or when the purchase would cause any impairment of Corporation's capital, except to the extent permitted by law.

3.l. Organize Subsidiary Corporations. Organize, as an incorporator, or cause to be organized under the laws of the State of Idaho or of any other State of the United States, or of the District of Columbia, or of any commonwealth, territory, agency, or instrumentality of the United States, or of any foreign country, a corporation or corporations for the purpose of conducting and promoting any business or purpose for which corporations may be organized, and to dissolve, wind up, liquidate, merge, or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged, or consolidated.

3.m. Conduct Business Anywhere in World. Promote and exercise all or any part of Corporation's purposes and powers in any and all parts of the world, and conduct Corporation's business in all or any of its branches as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting Corporation's business and promoting any of its purposes, maintain offices, branches, and agencies in any part of the world, make and perform any contracts and do any acts and things, and carry on any business, and exercise any powers and privileges suitable, convenient, or proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or that at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purposes and that might be engaged in or carried on by a corporation incorporated or organized under the laws of the State of Idaho and have and exercise all of the powers conferred by the laws of the State of Idaho upon corporations incorporated or organized under the laws of that State.

3.n. Enumeration of Purposes and Powers Not Limiting. The provisions of this Article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of Corporation, and the purposes and powers specified, except when otherwise provided in this Article, shall not be limited or restricted by reference to, or interference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided that Corporation shall not conduct any business, promote any purpose, or exercise any power or privilege within or without the State of Idaho that, under its laws, Corporation may not lawfully conduct, promote, or exercise.

3.o. Power of Corporation and President to do Everything Necessary and Lawful. The Corporation and its President shall have the right and power to do all and everything necessary, suitable, or proper for the accomplishment of any of the lawful purposes of the corporation, either alone or in association with other corporations, partnerships, or individuals, and to do every other act or acts, thing or things, incident or appurtenant to or growing out of or connected with any lawful business or powers of the corporation; provided, that all shall be in compliance with the Corporation Act of the State of Idaho, and other laws applicable thereto including the laws of other states where the corporation may be authorized to do business.

4. Registered Office and Agent.

The principal place of the activities and the registered office of Corporation is at **178 W. Waterbury Drive, Meridian, Idaho 83642**. The registered agent is **Kathryn Fish** whose address is the office of Corporation. Corporation may conduct part or all of its business in any other part of the State of Idaho or in any other state where authorized by law.

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5. Stock.

5.a. Shares of Stock. The corporate treasury is authorized to have and issue up to **One Thousand (1,000)** shares of stock.

5.b. Common Stock; No Preemptive Rights. All stock shall be common stock, and when fully paid shall be non-assessable. There shall be no preemptive rights with any shareholder to acquire unissued treasury shares. Stock shall be subject to call and redemption in accordance with the Bylaws.

5.c. Voting Rights. Each share of stock shall be entitled to one vote. No shareholder shall enter into a voting trust agreement or any type of agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

5.d. Severing Employment and Financial Interests. If any officer, shareholder, agent or employee of Corporation becomes legally disqualified to serve, or accepts employment which places restrictions or limitations upon his or her continued services to Corporation, he or she must sever all employment with and financial interest in Corporation.

5.e. Restrictions on Transfer. No shareholder may sell or transfer his or her shares except to another individual who is eligible to be a shareholder and only after approval of the transfer at a stockholder's meeting as provided by law and in accordance with the Bylaws.

5.f. Purchase of Shares by the Corporation. The shareholders are specifically authorized to adopt Bylaws restraining the alienation of shares and providing for the purchase or redemption by Corporation of its shares provided that purchase or redemption may not be invoked at a time or in a manner that would impair the capital of Corporation.

6. Private or Individual Property of Shareholder Not Liable.

To the fullest extent allowed by the law, the private or individual property of a shareholder shall not be liable for obligations of Corporation, and the property of Corporation shall not be liable for an individual shareholder's liabilities.

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7. Mailing Addresses.

Initial incorporator. The name and mailing address of the initial incorporator of the Corporation are as follows:

NAME: **Kathryn Fish**

ADDRESS: **178 W. Waterbury Drive, Meridian, Idaho 83642**

Shareholders. The name and mailing address of the shareholders of the Corporation are as follows:

NAME: **Kathryn Fish**

ADDRESS: **178 W. Waterbury Drive, Meridian, Idaho 83642**

NAME: **Wendie Roper**

ADDRESS: **178 W. Waterbury Drive, Meridian, Idaho 83642**

8. Management.

The management of this corporation shall be vested in a board of not less than two nor more than seven directors as may be fixed by the Bylaws. The directors shall be elected at the annual meeting of the shareholders at a time in each year to be designated by the Bylaws, and until such election, the directors and officers of the Corporation shall be: **Kathryn Fish, President, and Wendie Roper, Secretary/Treasurer, and both shall serve on the board.**

9. Bylaws.

The Initial Bylaws shall be adopted by the board of directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the shareholders, shall be vested in the board of directors. Such power may be exercised by a majority vote of the board of directors at any annual or special meeting of the board of directors called for that purpose.

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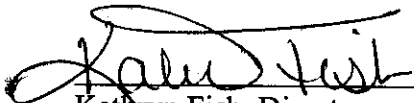
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10. Articles of Incorporation.

The Articles of Incorporation of this Corporation may be amended by a majority vote at any annual or special meeting of stockholders, either upon consideration of a resolution for amendment adopted by the board of directors or upon consideration of a resolution adopted by the holders of not less than 10 percent (10%) of all the shares entitled to vote at such meeting.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.


Kathryn Fish, Shareholder


Kathryn Fish, Director

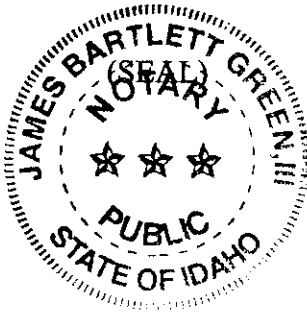

Wendie Roper, Shareholder


Wendie Roper, Director

STATE OF IDAHO)
)ss.
County of Ada)

On this 5TH day of May, 2001, before me, a Notary Public in and for the State of Idaho, personally appeared Kathryn Fish and Wendie Roper known or identified to me to be the person(s) whose name(s) are subscribed to the within instrument, and acknowledged to me that he (she or they) executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



James Bartlett Green, III
Notary Public for Idaho
Residing at: Meridian, Idaho
Commission expires: 1-27-2004